



Signed and Filed: November 14, 2008

**THOMAS E. CARLSON
U.S. Bankruptcy Judge**

UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF CALIFORNIA

10 In re) Case No. 01-32495 TC
11 AT HOME CORPORATION, et al.,)
12) Chapter 11
13) (Jointly Administered)
14 Debtors.)

**MEMORANDUM RE NATIONAL UNION'S MOTION TO UNSEAL DOCUMENTS RE
COMPROMISE WITH COX AND COMCAST DEFENDANTS**

17 On November 6, 2007, the court entered an order granting the
18 Bondholders' Liquidating Trust's (BLT) ex parte application to
19 submit under seal documents (Documents) in support of the BLT's
20 motion for approval of compromise with the Cox and Comcast
21 Defendants. On October 17, 2008, National Union Fire Insurance
22 Company of Pittsburgh, PA filed a Motion to Unseal the Documents.
23 National Union contends that sealing the records was not legally
24 justified and, alternatively, that any legal justification has
25 dissipated. The court held a hearing on the Motion on November 14,
26 2008. Appearances are set forth in the accompanying order. For
the reasons stated below, the Motion is denied.

28 The Documents were properly sealed. The BLT had brought an
action (Action) against Cox Communications, Inc., Cox@Home, Inc.,

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1 David M. Woodrow, Comcast Corp., Comcast Online Communications,
2 Inc., Comcast PC Investments Inc., and Brian L. Roberts. The BLT
3 proposed to settle the Action. When the Class 7 Committee opposed
4 the settlement, this court was required to determine whether the
5 settlement should be approved. The Documents contained a
6 discussion of the strengths and weaknesses of the Action, and were
7 submitted to help this court determine whether the proposed
8 settlement was reasonable. The information contained in the
9 Documents was clearly work product, and may also have been
10 protected by the attorney-client privilege. If the settlement had
11 not been approved, disclosure of this information would have been
12 harmful to the BLT. The settlement was approved at a closed
13 hearing in which the Class 7 Committee was permitted access to the
14 Documents subject to a strict confidentiality agreement.

15 In the current motion, National Union seeks access to the
16 Documents for use in a state-court coverage action pending in
17 Colorado. Some court must determine whether the work product of
18 the BLT should be protected in this new action and whether any of
19 the information in the Documents is protected by the attorney-
20 client privilege. This court determines that these questions are
21 in substance questions concerning discovery in the Colorado action
22 and should properly be left to the trial judge in that action.

23 Accordingly, the motion to unseal the Documents is denied.
24 This court makes no determination as to whether the information
25 contained in the Documents may properly be obtained through
26 discovery in the Colorado action.

END OF MEMORANDUM

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